



BUSINESS LICENSE COMMISSION
COUNTY OF LOS ANGELES
374 KENNETH HAHN HALL OF ADMINISTRATION
500 WEST TEMPLE STREET
LOS ANGELES, CA 90012
(213) 974-7691



January 22, 2015

Dizzy Feet Foundation
c/o Danae Rees, FMJ, LLP
5455 Wilshire Blvd, Ste 2020
Los Angeles, CA 90036

MEMBERS
SARA VASQUEZ
PRESIDENT
RENÉE CAMPBELL
VICE-PRESIDENT
SHAN LEE
SECRETARY
STEVEN AFRIAT
COMMISSIONER
JAMES BARGER
COMMISSIONER

**APPLICATION FOR NOTICE OF INTENTION TO SOLICIT
AND INFORMATION CARD**

Dear Applicant:

The Business License Commission will hold a hearing on the above matter on **Wednesday, February 11, 2015 at 9:00 a.m.** in Room 374-A, 500 West Temple Street, Los Angeles, CA 90012. Your presence is requested at this hearing. If you are unable to attend you may authorize a representative to appear on your behalf. The representative must present a signed and duly notarized letter giving authorization and the reasons you are unable to appear.

RIGHT TO REPRESENTATION / FOREIGN LANGUAGE SPEAKERS

You have the right to be represented at this hearing by an attorney or other individual of your choosing and at your own cost. In the absence of a representative, you must represent yourself and the hearing will proceed as scheduled.

If you require a translator, you must arrange at your own cost to have present at the hearing either **a professional/certified interpreter or other person who is fluent in both English and your native language.** If you are unable to locate an interpreter, please contact our office and you will be provided a list of interpreting services.

Parking is available at your cost; a map is enclosed for your convenience. **Please note proceedings begin promptly at 9:00 a.m. The Business License Commission reserves the right to reschedule your hearing to a later date for failure to timely appear.**

Sincerely,

SARA VASQUEZ
President

Lupe Duron
Commission Services

NOTE: Please photocopy both sides
and retain for your files.

NOTICE OF INTENTION TO SOLICIT

To Appeal or Solicit for
Charitable Purposes in the
UNINCORPORATED Portions of the
COUNTY OF LOS ANGELES
BUSINESS LICENSE COMMISSION
374 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles CA 90012
Telephone: 213/974-7691

RECEIVED
BOARD OF SUPERVISORS
COMMISSION SERVICES

2015 JAN -6 AM 4:28

LOS ANGELES COUNTY

ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.

(Los Angeles County Code, Volume 3, Title 7, Chapter 7-24 requires that this Notice of Intention to be filed *at least 30 days prior to beginning your* solicitation or advertisement for your fund-raising activity. No advertisement or solicitation may begin until this office has issued an Information Card. "No" or "None" may be written where appropriate on this form. Additional Information may be added on separate sheets; however *do not* add separate sheets in lieu of answering the questions on this form.)

1. Dizzy Feet Foundation When organized: 2009
(Full Name of Organization) Incorporated: Yes No
2. c/o FMJ, LLP, 5455 Wilshire Blvd, Ste 2020, Los Angeles, CA 90036 855-333-9376
(Address: Street, City and Zip Code) (Telephone - Daytime)
3. Danae Rees, c/o FMJ, LLP, 5455 Wilshire Blvd, Ste 2020, Los Angeles, CA 90036 855-333-9376
(Name of Person in Charge of Appeal -- Address and Zip Code) (Telephone -- Daytime and E-mail Address)
4. TO CONDUCT OR SOLICIT: General Appeal
(If only to solicit funds, it would be a General Appeal, if a specific event, state type of event)
5. WHERE and WHEN this fund-raising activity will be held: _____
(If specific event, exact dates)
6. Solicitation/Advertisement starts when issued; ends one year from date of issue
(Specific date, or when issued) (Last day of specified event)
7. SPECIFIC Purpose of this Solicitation: To raise funds for foundation supported activities
8. ANTICIPATED Gross Goal (Before deducting expenses): \$ 600,000 \$ _____ \$ _____
(LOCAL) (STATE) (NATIONAL)
9. If this solicitation or activity is conducted on behalf of another organization, give its name and address and enclose a copy of a letter of authorization from organization(s). _____
10. Solicitation/Advertisement to be made by means of (indicate by checking below):
() Volunteer Solicitors () Box Office Sales () Posters () Bulletins
() Paid Solicitors () Telephone () Newspapers
() Personal Approach () Radio/Television () Mail
Other _____ methods (specify): _____
11. Admission: \$ _____ Tickets _____ Invitations _____ No. Printed _____
Numbered _____

SPECIFY PER PERSON ☐
PER COUPLE

Selling prices: (Ads, cookies, etc.) _____ Cost of Carnival Tickets: _____
Games: _____ Rides: _____

12. Itemized list of ANTICIPATED expenses to be incurred in conducting this solicitation only:

Salaries	5000	Printing Advertisement	5000
Solicitors		Stationery/Postage	2500
Managers	50000	Prizes	
Promoters		Cost of Merchandise	
Other	72500	Refreshments/Meals	150000
Rents	10000	Miscellaneous:	2500
Music	2500	(Specify)	
Telephone		ANTICIPATED TOTAL	\$ 300000

13. a. 50 Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
- b. 50 Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
- c. 0 Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable)

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

14. I the signer of this Notice of Intention, attach hereto copies of the following as required:
- Articles of Incorporation and/or Bylaws of this organization (BOTH if group is incorporated)
 - Names, Titles and Terms of Offices for two Officers of this organization
 - Current Financial Statement (treasurer's report, audit, etc.)
 - A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing.
 - Tax exemption certificate. State & Federal

(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

Within 30 days after the completion of the solicitation, I will submit the Report of Results of Activity form to the Business License Commission, indicating all receipts and expenditures of this appeal/activity.

PLEASE PRINT NAME AND THEN SIGN. AN OFFICER OF THE ORGANIZATION MUST SIGN.

"I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

Nigel M. Torres
(Signature and Title)

635 Perugia Way, Los Angeles, CA 90077-
(Complete Address)

310-795-6165 12/12/14.
Daytime Telephone Number Today's Date

NON-COMPLIANCE WITH, OR VIOLATION OF, LOS ANGELES COUNTY CODE, VOLUME 3, TITLE 7, CHAPTER 7-24, IS A MISDEMEANOR PUNISHABLE BY A FINE OR IMPRISONMENT -- OR BOTH.

IMPORTANT REMINDER: A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.

Name: Danae Rees

Telephone No. 855-333-9376

**RESTATED
BYLAWS
OF
DIZZY FEET FOUNDATION**

RECEIVED
BOARD OF SUPERVISORS
COMMISSION SERVICES
2015 JAN -6 AM 4:28
LOS ANGELES COUNTY

Effective December 5, 2013

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DIZZY FEET FOUNDATION RESTATEMENT OF BYLAWS

RECITALS

1. Dizzy Feet Foundation (hereinafter sometimes also referred to as the “Foundation”) is a California Public Benefit Nonprofit Corporation. The Foundation’s primary purpose is to expand, support and increase dance education and the quality thereof.
2. The Foundation’s structure shall include a board of directors (the “Board of Directors” or “Directors” or individually as a “Director”), an advisory board (the “Advisory Board”), a board of trustees (the “Board of Trustees” or “Trustees” or individually as a “Trustee”), a choreographers’ council (“Choreographers’ Council” or individually as a “Choreographer”), and a New York Dance Council. The Board of Directors shall manage the activities and affairs of the Foundation and have the authority to exercise the corporate powers of the Foundation as required under the California Corporations Code (the “Code”). The Advisory Board shall act in an advisory capacity to the Board of Directors and shall provide meaningful input regarding the Foundation’s mission, vision, and value statements; however, the Board of Directors shall set the policies and procedures necessary for the successful implementation of the Foundation’s programs and activities. The Board of Trustees shall provide important advice, assistance, and action which foster and facilitate the realization of the Foundation’s mission. The Choreographers’ Council shall assist in the carrying out of the Foundation’s mission by lending their time and talent, as requested, to support the Foundation’s community programs and fundraising efforts. The New York Dance Council shall facilitate fundraising and outreach to the dance community in New York. The Advisory Board, Board of Trustees, Choreographers’ Council, and New York Dance Council will be non-voting, unless otherwise determined by the Board of the Directors.
3. It is the intention of the Foundation to adopt this Restatement of its Bylaws (“Restatement”) in order to set forth certain best practices regarding its operations as well as a more efficient statement of its operations and governance. It is the intention of the Foundation that this Restatement (hereinafter also sometimes referred to as “Bylaws”) shall be viewed in light of such intentions of the Foundation, and that the Foundation shall have the ability to make further amendments or restatements to these Bylaws to continually adjust its governance to reflect certain best practices as the Foundation deems fit.
4. The Foundation adopts these Bylaws pursuant to the Code Section 5150 and Article XIII of the Foundation’s current bylaws for the purpose of providing the governing terms and conditions of the Foundation’s operations.

ARTICLE I - NAME AND OFFICES

- Section 1.** **Name.** The name of this Foundation shall be Dizzy Feet Foundation.
- Section 2.** **Principal Executive Office.** The principal office for the transaction of business of this Foundation shall be at: 9336 Civic Center Drive, Beverly Hills, CA 90210. Such address may be changed from time to time by resolution of the Board of Directors in its discretion. Branch or subordinate offices of the Foundation may at any time be established by the Board of Directors in its discretion.

ARTICLE II - MISSION & PUBLIC CHARITY STATUS

- Section 1.** **Mission.** The Foundation was founded in 2009 by Nigel Lythgoe and Adam Shankman, among others, to support, improve, and increase access to dance education in the United States. Guided by a Board of Directors representing all aspects of the American dance

community, the Foundation's mission is threefold: (i) to sponsor, fund, and/or support dance education programs which expose children in low-income areas to the lifelong benefits of dance education through and with local community organizations; (ii) to provide scholarships to talented students studying at accredited or nationally regarded dance schools, studios, or institutions; and (iii) in conjunction with recognized credentialing organizations, to support and increase the quality of all styles of dance education in the United States.

- Section 2.** **Public Charity Status.** In order to further its mission, the Foundation accepts tax-deductible contributions from corporations, patrons, supporters, and dance fans and raises additional funds through direct solicitations, fundraisers, and other events. The Foundation is a non-profit, tax-exempt 501(c)(3) charitable organization (Federal Tax Identification No: 26-4501295).

ARTICLE III - MEMBERSHIP OF THE FOUNDATION

- Section 1.** **Members Generally.** The Foundation shall have no "members" as defined in Section 5056 of the Code.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1.** **Number and Voting Rights.** The Board of Directors of the Foundation shall consist of between five (5) and nine (9) members. Each member of the Board of Directors shall have one (1) vote. Pursuant to Section 5211 of the Code, no Director may vote at any meeting by proxy.
- Section 2.** **Qualifications of Members of the Board of Directors.** Each member of the Board of Directors must: (i) believe in the mission and philosophy of the Foundation and its purposes as described in the articles of incorporation (the "Articles") and Bylaws; (ii) have first served on the Advisory Board, Board of Trustees, Choreographers' Council, or New York Dance Council for a period of at least one (1) year, unless they are a founding member; (iii) contribute or raise at least \$5,000.00 for the Foundation during the Director's term on the Board of Directors; (iv) not be an employee of any other Director on the Board of Directors; and (v) attend a minimum of four (4) meetings in person per year.
- Section 3.** **Vacancies on Board of Directors.** A vacancy in the Board of Directors exists whenever any authorized position of a Director is not then filled by a duly elected Director, whether caused by death, resignation, removal, change in the authorized number of Directors, or otherwise. Further, the Board of Directors may declare vacant the office of any Director who fails to meet any of the qualifications of membership on the Board of Directors in effect at the beginning of such Director's current term of office. Vacancies in the number of Directors may be filled by a majority of the remaining Directors then in office, whether or not less than a quorum, or by the sole remaining Director. Each Director so elected shall hold office until the next annual meeting of the Foundation and until a successor has been elected and qualified.
- Section 4.** **Election of Board of Directors.** Each year, during the month of September, the nominating committee ("Nominating Committee") shall present to the Board of Directors a slate of qualified potential Directors to be voted upon at the Annual Meeting of the Board of the Directors to be scheduled between October and December (as defined and described in Section 9.b. below). Thereafter, members of the Board of Directors shall be elected by a majority of the Board of Directors, when necessary, at any meeting of the Board of Directors or at any time when there is a vacancy on the Board of Directors for any reason.

- a. **Disinterested Directors.** Not more than one (1) of the persons serving on the Board of Directors of the Foundation may be “interested persons” as hereinafter defined. For purposes of these Bylaws, “interested person” shall mean: (i) any person currently being compensated by the Foundation for services rendered to the Foundation, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation, if any, paid to a member of the Board of Directors in his or her capacity as a member of the Board of Directors; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- b. **New Members of the Board of Directors.** All newly elected members of the Board of Directors shall take their office on the first day of January following their election at the annual meeting, unless they are elected during a special election, in which event they shall take office at the first regular meeting of the Board of Directors after their election. Within ten (10) days of election and acceptance, each new member of the Board of Directors shall execute the Terms and Conditions of Membership of the Board of Directors, as amended from time to time, and the Written Consent to Receive Electronic Transmission, which are attached hereto as Exhibit A and Exhibit B, respectively, and are incorporated herein by this reference. Further, each member for the Board of Directors shall also read, review, and understand the “Conflict of Interest Policy of Dizzy Feet Foundation” (as amended from time to time by the Foundation) and shall each execute the “Conflict of Interest Disclosure Form” attached hereto and incorporated herein as Exhibit C and Exhibit D respectively.

Section 5. Term of Office of Members of the Board of Directors; Consecutive Terms. There shall be a total of four (4) Director seats in which such Directors serve a term of (1) year and a total of five (5) Director seats in which such Directors serve a term of (2) years (“Staggered Terms”). In the event that that Board of Directors consists of fewer than nine (9) members, the allocation of Director seats with Staggered Terms shall remain proportionate to the foregoing (e.g., three (3) seats with a one (1) year term and four (4) seats with a two (2) year term, etc.). There shall be no limit on the number of consecutive terms that a Director may serve, provided that such Director continues to meet the qualifications required for membership on the Board of Directors as set forth herein or as from time to time amended by the Board of Directors and as provided by applicable law.

Section 6. Termination of Membership on Board of Directors. The Board of Directors, upon a majority vote of those Directors then in office and meeting the qualifications of membership, shall have the right, but not the obligation, to remove a member of the Board of Directors (i) after three (3) or more consecutive absences at Board of Directors’ meetings without reasonable cause (to establish reasonable cause, the Director must communicate in writing to the president (the “President” or “Co-Presidents”) or secretary (the “Secretary”) of the Foundation before the date of the meeting and explain the reasoning for his or her absence; such reason shall be presented to the Board of Directors and entered into the Foundation’s minutes by the Secretary); (ii) if the member of the Board of Directors has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty owed by said Director under Code Sections 5230 et. seq.; (iii) if the Director becomes incapacitated or his or her ability to serve as a Director has been reasonably established by the Board of Directors; (iv) if a conflict of interest is found to exist between the Director and the Foundation; (v) if the Director has been found to have engaged in activities that are directly contrary to the interests of the Foundation or the Director is found to be engaged in the misrepresentation of the Foundation and its policies to outside third parties, either willfully or on a repeated basis; or (vii) at the discretion of the Board of Directors in compliance with applicable law.

Section 7. Powers and Duties of the Board of Directors. Subject to the applicable provisions of California law, the members of the Board of Directors shall have the powers and duties necessary to manage the affairs of the Foundation.

Section 8. Compensation. Directors shall not receive any compensation from the Foundation for services rendered to the Foundation as members of the Board of Directors. Notwithstanding the foregoing, Directors may receive reimbursement for reasonable and necessary expenses actually incurred in the performance of their duties, provided that such expenses are approved by at least two (2) members of the Board of Directors.

Section 9. Meetings of the Board of Directors.

- a. **Quorum.** A majority of the Directors then in office shall constitute a quorum of the Board of Directors. Except as provided for in the Foundation's Articles, these Bylaws or the Code, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors of the Foundation.
- b. **Regular Meetings.** The Board of Directors shall schedule regular meetings during each calendar year provided that there shall be a minimum of four (4) in-person meetings per year, one of which shall be scheduled between the months of October and December and shall be deemed the annual meeting of the Board of Directors held for the purpose of electing Directors, officers, Trustees, Choreographers, and Advisory Board members and transacting the Foundation's business ("Annual Meeting"). All meetings other than the Annual Meeting shall be open to members of the Advisory Board, Board of Trustees, and Choreographers' Council, but attendance at such meetings shall not provide these boards with the right to vote, unless otherwise determined by the Board of Directors. The Executive Director of the Foundation (if any) shall attend all regular meetings of the Board of Directors, including the Annual Meeting, but attendance at such meeting shall not provide the Executive Director with the right to vote. Regular meetings of the Board of Directors may be held without notice if the time and place of the meetings are fixed by the Bylaws or by the Board of Directors.
- c. **Special Meetings.** Special meetings of the Board of Directors may be called by either one of the Co-Presidents or the Secretary or any two (2) Directors with the approval of either of the Co-Presidents. Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Foundation, provided such Director has consented to receipt of electronic notice by completing in a form the same as or similar to the attached Exhibit B. Special meetings may be open or closed as determined by the party(ies) calling the meeting, and the status of such meeting shall be given in the notice provided. The Board of Directors may conduct special meetings or designate portions of regular meetings as special sessions which are closed to all other boards and the Executive Director, as determined by the Board of Directors.
- d. **Participation at Meetings.** Members of the Board of Directors may participate in all special meetings and all regular meetings, other than the Annual Meeting and the meetings at which scholarship award and community program grant decisions are made, through use of conference telephone. Participation in a meeting through use of conference telephone, pursuant to Section 5211 of the Code, constitutes presence in person at the meeting so long as all members participating in the meeting are able to hear one another. Conference line or dial-in information shall be provided to the members of the Board of Directors in advance of any such meeting whereat

participation by conference telephone is permissible.

- e. **Rescheduled Meetings.** Either of the Co-Presidents or the Secretary or any two (2) Directors with the approval of either of the Co-Presidents may reschedule a meeting for any reason. If a meeting is rescheduled, the Secretary, the Executive Director, or an appropriate designee shall provide notice of cancellation of such meeting as soon as practicable to the members of the Board of Directors. Further, the Secretary, the Executive Director, or an appropriate designee shall provide the date and time of the rescheduled meeting, if any, as soon as practicable, providing notice as set forth herein.
- f. **Waiver of Notice.** Notice of a meeting need not be given to a Director who provides a waiver of notice or consents to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, before or at its commencement, the lack of notice to that Director. All of such waivers, consents, and approvals shall be filed with the Foundation's records or shall be made a part of the minutes of meetings.
- g. **Adjournment.** A majority of the Directors present at any meeting, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 10. **Action By Unanimous Written Consent.** Pursuant to Section 5211(b) of the Code, any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to that action. The written consent(s) shall be filed with the minutes of the Board meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Further, such written consent may be by electronic writing, including email correspondence, wherein such Directors explicitly consent to such action.

ARTICLE V - OFFICERS OF THE BOARD OF DIRECTORS

Section 1. **Officers of the Board of Directors.** The Foundation shall have officers of the Board of Directors, who may also be members of the Board of Directors, who shall be elected by the Board of Directors as set forth below.

Section 2. **Co-Presidents.** The Co-Presidents shall be the Chief Executive Officers of the Foundation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control over the activities and affairs of the Foundation. The Co-Presidents shall have the general powers and duties of management usually vested in the office of a president of a nonprofit corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 3. **Secretary.** The Secretary of the Board of Directors shall keep complete and accurate records and provide notice of all regular and special meetings of the Board of Directors. He or she shall maintain proper signature authorizations with all banks and other investment agencies. The Secretary of the Board of Directors is the keeper of the seal. The Secretary of the Board of Directors shall perform such other duties as may be assigned by the Board of Directors.

Section 4. **Treasurer.** Upon the approval of the Board of Directors, the treasurer ("Treasurer") shall facilitate the paying out of monies on such approvals and signatures as the Board of Directors may determine. The Treasurer shall also deposit all monies and other valuables in the name and to the credit of the Foundation with depositories designated by the Board of Directors.

He or she shall present to the Board of Directors regular financial statements of receipts and expenditures and at the close of each fiscal year shall present to the Board of Directors a financial report for the year, accompanied by the balance sheet and an income and expense statement. The Treasurer shall be a member of any or all committees dealing with the Foundation's funds, except as otherwise prohibited by applicable law. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

- Section 5. Other Officers.** The Board of Directors may appoint additional officers as it may determine from time to time, whose duties shall be as specified by the Board of Directors, including assistant Secretaries and assistant Treasurers.
- Section 6. Concurrent Positions.** Any number of offices may be held by the same person unless the Articles or the Bylaws provide otherwise, except that the Secretary and Treasurer positions may not be held concurrently by the President.
- Section 7. Term of Office for Officers of the Board of Directors.** Officers shall hold such office for a period of one (1) year and shall be elected annually at the Annual Meeting. All newly elected officers shall take office on the first day of January immediately following such election. An officer may be re-elected to the same office for consecutive terms, provided that (i) such officer still meets the requirements of the position and is elected by the Board of Directors; (ii) the offices of Co-President shall be held by Directors having Staggered Terms with respect to each other (i.e., one Co-President shall be a Director with a one (1) year term and the other Co-President shall be a Director with a two (2) year term); and (iii) the offices of Secretary and Treasurer shall be held by Directors having Staggered Terms with respect to each other.
- Section 8. Selection of Officers of the Board of Directors.** The officers of the Board of Directors shall be elected by a majority of the Board of Directors at the Annual Meeting or at any special or regular meeting of the Board of Directors any time there is a vacancy.
- Section 9. Removal/Resignation of Officers.** Any officer may be removed, either with or without cause, at any regular or special meeting of the Board of Directors. Any officer may resign at any time, without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party, by giving written notice to the Board of Directors or to either of the Co-Presidents or Secretary of the Foundation. Any resignation shall take effect as of the date of the receipt of such notice or at any later time specified in the notice and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.
- Section 10. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws or applicable law for regular election or appointment to that office, provided, however, that the vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VI - COMMITTEES

- Section 1. Committees.** Pursuant to Sections 5210 and 5212 of the Code, the Board of Directors may, by resolution adopted by a majority of the Board of Directors, create one (1) or more committees consisting of members of the Board of Directors, and in some cases, the Board of Trustees, to which, in accordance with applicable law, the Board of Directors may delegate the management of the activities and affairs of the Foundation. Any such committee shall have all the authority of the Board of Directors, except with respect to (i) the approval of any action for which the approval of members is also required under California law; (ii) the filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors; (iii) the amendment or repeal of the Bylaws or the adoption of new

Bylaws; (iv) the amendment or repeal of any resolution of the Board of Directors, which by its express terms is not so amendable or repealable; or (v) the appointment of committees of the Board of Directors.

- a. **Standing Committees.** The Board of Directors may divide its work into related groups of responsibilities as hereinafter defined. Such responsibilities may be delegated to standing committees for making broad plans and formulating and maintaining policies and standards. Each standing committee shall have the power to fix its own time and place of meetings. Each standing committee shall keep a record of its proceedings, and such records shall be reported to the Board of Directors at the Board of Directors' next meeting following such committee meeting. Further, each standing committee shall be organized and named to reflect their areas of responsibility. The following are the standing committees of the Foundation:

(1) **Fundraising Committee.**

The Fundraising Committee shall consist of a minimum of two (2) members of the Board of Directors and three (3) members of the Board of Trustees. The Fundraising Committee shall plan and execute fundraising events and activities to raise money for the Foundation, including the annual Gala, and shall create and implement a development strategy to build the Foundation's donor base. Upon their election to the Board of Directors or appointment to the Board of Trustees, each Director or Trustee shall select and give an order of preference to three (3) Standing Committees on which he or she wishes to serve, and the Board of Directors shall, taking the Directors' and Trustees' preferences as well as talents into account, appoint the members of the Fundraising Committee. Committee members shall serve for the duration of their term as a Trustee or Director. The Fundraising Committee shall meet at least twice per year and may set its own time and place of meetings.

(2) **Scholarship Committee.**

The Scholarship Committee shall consist of a minimum of one (1) member of the Board of Directors and three (3) members of the Board of Trustees. The Scholarship Committee shall review scholarship application materials, evaluate candidates, recommend potential recipients to the Board of Directors, advise the Board of Directors regarding qualified candidates, and visit schools and/or students (if and as requested). Scholarship Committee members must attend that certain meeting of the Board of Directors at which scholarship award decisions are made, which meeting usually occurs in August or September annually. Upon their election to the Board of Directors or appointment to the Board of Trustees, each Director or Trustee shall select and give an order of preference to three (3) Standing Committees on which he or she wishes to serve, and the Board of Directors shall, taking the Directors' and Trustees' preferences as well as talents into account, appoint the members of the Scholarship Committee. Committee members shall serve for the duration of their term as a Trustee or Director. The Scholarship Committee shall meet at least once per year prior to that certain meeting of the Board of Directors at which scholarship award decisions are made.

(3) **Community Program Committee.**

The Community Program Committee shall consist of a minimum of one (1) member of the Board of Directors and three (3) members of the Board of

Trustees. The Community Program Committee shall evaluate community program grant applications, recommend potential recipients to the Board of Directors, advise regarding potential programs, provide teacher training (if and as needed), review community program partner reports and materials, and visit and monitor community program partners. Community Program Committee members must attend that certain meeting of the Board of Directors at which community program grant decisions are made, which meeting usually occurs in April, May, or June annually. Upon their election to the Board of Directors or appointment to the Board of Trustees, each Director or Trustee shall select and give an order of preference to three (3) Standing Committees on which he or she wishes to serve, and the Board of Directors shall, taking the Directors' and Trustees' preferences as well as talents into account, appoint the members of the Community Program Committee. Committee members shall serve for the duration of their term as a Trustee or Director. The Community Program Committee shall meet at least once per year prior to that certain meeting of the Board of Directors at which community program grant decisions are made.

- b. **Special Committees.** The Board of Directors may delegate certain of its specific duties and responsibilities to special committees for the purpose of causing certain necessary actions to be taken on behalf of the Board of Directors or for the benefit of the Foundation at certain times or as needed. Each special committee shall be implemented and/or activated by the Board of Directors as provided below and as needed, and subject to the limitation and conditions set forth below, each special committee shall have the power to fix its own time and place of meetings provided that such meetings occur as required in the description of the special committee. Each special committee shall keep a record of its proceedings, and such records shall be reported to the Board of Directors at the Board of Directors' next meeting following such committee meeting. Further, each special committee shall be organized and named to reflect its area of responsibility. The following are the special committees of the Foundation:

(1) **Audit Committee.**

In compliance with the California Nonprofit Integrity Act, which as of the date of the adoption of these Bylaws requires that charitable corporations with gross revenue of two million dollars (\$2,000,000.00) or more establish an audit committee, the Foundation will establish an audit committee ("Audit Committee"). The member(s) of the Audit Committee shall not include any members of the staff, including the President or the Treasurer. If the Foundation has a Finance Committee, it must be separate from the Audit Committee. Members of the finance committee (the "Finance Committee"), if any, may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half (1/2) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the Foundation in excess of the compensation, if any, received by members of the Board of Directors for service on the Board of Directors and shall not have a material financial interest in any entity doing business with the Foundation. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board of Directors the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board of Directors. The Audit

Committee shall confer with the auditor to satisfy its members that the financial affairs of the Foundation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence under applicable law, and shall approve performance of nonaudit services by the auditing firm. The Audit Committee shall also present and recommend the acceptance of the annual audit to the Board of Directors.

(2) **Nominating Committee.**

The Nominating Committee shall consist of a minimum of three (3) members of the Board of Directors. Each year, during the month of September, prior to the Annual Meeting the Nominating Committee shall present to the Board of Directors a slate of qualified potential Directors as well as potential members of the Board of Trustees, members of the Advisory Counsel, and Choreographers' Council to be voted upon at the Annual Meeting to take place between October and December. The Nominating Committee shall be elected by a majority of the Board of the Directors and shall serve from the date of their election to the committee through the date of the Annual Meeting at which the new members of the Board of Directors are elected.

- c. **Additional Committees.** The Board of Directors may create or establish such other Standing Committees or Special Committees as it may determine, as provided in this Section VI.

ARTICLE VII - ADVISORY BOARD

- Section 1.** **Description and Composition of the Advisory Board.** The purpose of the Advisory Board shall be to provide meaningful advice and consultation to the Board of Directors in regard to furthering the mission, vision, and values of the Foundation. Members of the Advisory Board are expected to advise the Board of Directors regarding member's area of expertise and make professional resources available to the Foundation as appropriate. There shall be between five (5) and twenty (20) members who comprise the Advisory Board. The Board of Directors shall elect members of the Advisory Board at its Annual Meeting and determine the frequency and structure of the meetings, if any, of the Advisory Board. Advisory Board members shall serve a term of two (2) years commencing on the first day of January following their election and may serve unlimited consecutive terms. Advisory Board members shall be invited to attend and participate in open meetings of the Board of Directors. Said Advisory Board shall not have the power to carry out the authority of the Board of Directors, and its members shall not have any voting rights.

ARTICLE VIII – BOARD OF TRUSTEES

- Section 1.** **Description and Composition of the Board of Trustees.** The Board of Trustees shall provide important advice, assistance, and action which foster and facilitate the realization of the Foundation's mission. Each member of the Board of Trustees must: (i) believe in the mission and philosophy of the Foundation and its purposes as described in the Articles and Bylaws; (ii) must attend in person a minimum of two (2) open meetings of the Board of Directors each year; (iii) contribute or raise at least \$2,500.00 for the Foundation during the Trustee's term on the Board of Trustees, whether through personal donation, facilitating/solicitation of donations from other individuals and corporations, contributing auction items for the Foundation's annual gala, hosting a private fundraising event, or other

method; (iv) not be an employee of any Director on the Board of Directors or any Trustee on the Board of Trustees; and (vi) participate in the Foundation's gala in some capacity (e.g., soliciting sponsors, performing, in-kind donations, ticket sales, or attending, etc.); and (vi) participate on one of the Foundation's eligible Standing Committees and attend at least one (1) meeting of such Standing Committee. There shall be between five (5) and twenty (20) members who comprise the Board of Trustees. The Board of Directors shall elect the members of the Board of Trustees at its Annual Meeting and shall determine the frequency and structure of the meetings, if any. Trustees shall serve a term of one (1) year commencing on the first day of January following their election and may serve unlimited consecutive terms. Within ten (10) days of election and acceptance, each new member of the Board of Trustees shall execute the Terms and Conditions of Membership of the Board of Trustees, as amended from time to time, which is attached hereto as Exhibit E. Trustees shall be invited to attend and participate in any open meetings of the Board of Directors. Said Board of Trustees shall not have the power to carry out the authority of the Board of Directors and its members shall not have any voting rights, but at the discretion of the Board of Directors, may be invited to participate in votes related to scholarship awards and community program grants.

ARTICLE IX – CHOREOGRAPHERS' COUNCIL

Section 1. **Description and Composition of the Choreographers' Council.** The members of the Choreographers' Council shall assist in the carrying out of the Foundation's mission by lending their time and talent, as requested, to support the Foundation's community programs and fundraising efforts by making site visits to community program partners, by performing, choreographing, and/or coordinating performances for the Foundation's gala and/or other events, and/or assisting in evaluating potential scholarship recipients and/or community program partners. There shall be no minimum or maximum number of members of the Choreographers' Council. The Board of Directors shall elect the members of the Choreographers' Council at the Annual Meeting. Choreographers shall serve a term of one (1) year commencing on the first day of January following their election and may serve unlimited consecutive terms. Choreographers shall be invited to attend and participate in any open meetings of the Board of Directors. The Choreographers' Council shall meet once a year together with the Board of Directors, which meeting may be conducted by conference call pursuant to the same terms set forth in Article IV, Section 9.d above. The Choreographers' Council shall not have the power to carry out the authority of the Board of Directors and its members shall not have any voting rights but at the discretion of the Board of Directors, may be invited to participate in votes related to scholarship awards and community program grants.

ARTICLE X – NEW YORK DANCE COUNCIL

Section 1. **Description and Composition of the New York Dance Council.** The members of the New York Dance Council shall assist the Foundation with fundraising and outreach to the dance community in New York, NY. The Council shall be responsible for generating ideas for fundraisers, events, and activities for the Board of Directors' review and consideration. The chairperson of the New York Dance Council shall be elected by a majority of the Board of Directors by resolution of the Board of Directors. There shall be a minimum of five (5) members of the Choreographers' Council and no maximum number of members. The chairperson of the New York Dance Council shall determine when and how frequently the Council will meet but there shall be at least one (1) meeting per year, and the Chairperson shall report to the Board of Directors after each meeting regarding the substance of the meeting. Said New York Dance Council shall not have the power to carry out the authority of the Board of Directors and its members shall not have any voting rights.

ARTICLE XI - INDEMNIFICATION & INSURANCE

Section 1. Right to Indemnification. The Foundation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an officer, Director, or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the Code. In determining whether indemnification is available to the Director, officer, or agent of the Foundation under California law, the determination as to whether the applicable standard of conduct set forth in Code Section 5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2. Insurance. The Foundation shall purchase and maintain insurance on behalf of all Directors and officers against any liability asserted against or incurred by any Director or officer in any such capacity or arising out of the Director's or officer's status as such, whether or not the Foundation would have the power to indemnify the agent against such liability; provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any Director or officer of the Foundation for any self-dealing transaction as described in Code Section 5233.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Foundation shall be from January 1 to December 31. There shall be an annual audit of all books when required by applicable California or federal law.

ARTICLE XIII - RULES

In instances where these Bylaws do not specifically govern the rules of procedure for all matters of business at hand, Robert's Rules of Order, Revised, shall be accepted as the governing force.

ARTICLE XIV - AMENDMENTS

Pursuant to the Code, these Bylaws may be amended or repealed by the Board of Directors by a majority vote. Any and all amendments to the Bylaws shall be filed with the corporate records of the Foundation.

ARTICLE XV - MISCELLANEOUS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing or any assignment or endorsement thereof shall be considered executed or entered into between this Foundation and any other person or entity only when signed as set forth in this Section. Specifically, if such document concerns routine matters of the Foundation in the regular course of business (e.g., insurance documents, IRS filings), then it must be signed by the Treasurer, Secretary, or other officer as authorized by the Board of Directors. If such document does not fall within the scope of the aforementioned routine documents, then it

must be signed by the Secretary or other officer as authorized by the Board of Directors after being approved by the Board of Directors.

The Board of Directors, except as otherwise provided for herein, may authorize any officer or officers to enter into any contract or execute any instrument in the name of and on behalf of the Foundation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided for in these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract of agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 2. Corporate Records and Reports. The Foundation shall maintain adequate and correct accounts, books, and records of its business and property. All these books, records, and accounts may be kept at such locations as fixed by the Board of Directors from time to time.

ARTICLE XVI – DISSOLUTION

Upon the dissolution of this Foundation in accordance with the applicable provision of California law, the Board of Directors shall cause the assets of the Foundation to be distributed to another corporation with purposes similar to those identified in the Foundation's Articles, as well as set forth in these Bylaws.

Exhibit A
Terms and Conditions of Membership of the Board of Directors

I, _____, hereby accept my appointment to the Board of Directors of Dizzy Feet Foundation ("Foundation").

I have read the Restatement of Bylaws of the Foundation and agree to adhere to the terms contained therein and to the best of my efforts, to advance the interests of the Foundation.

I recognize that by virtue of my position, I will come into contact with information that is confidential to the Foundation and the other members herein in order to serve in my capacity as a member of the Board of Directors. I acknowledge that any disclosure to any third party or any misuse of this proprietary or confidential information would irreparably harm the organization and/or the other members. Accordingly, I hereby agree that I will not disclose or use, either during or after my term as a member of the Board of Directors, any proprietary or confidential information of the Foundation without the Foundation's prior written permission. Proprietary or confidential information includes, but is not limited to:

- i. The written, printed, graphic, or electronically recorded materials furnished by the Foundation for my use as a member of the Board of Directors;
- ii. Business or marketing plans or strategies, sponsor, donor, or vendor lists, financial records and budgets, operating procedures, grant and award decisions, trade secrets, design formulas, know-how and processes, computer programs, and discoveries and improvements of any kind;
- iii. Any written or tangible information stamped "confidential," "proprietary," or with a similar legend; and
- iv. Any information that the Foundation makes reasonable efforts to designate as secret.

Upon termination of my membership on the Board of Directors, I hereby agree to deliver to the Foundation all materials in my possession relating to the Foundation's operations and activities.

I acknowledge and agree that in carrying out my duties, I will observe the policies, rules, and procedures of the Foundation. In addition, I hereby agree to act in accordance with applicable law and serve in good faith and in a manner I believe to be in the best interests of the Foundation and with such care, including reasonable inquiry and due diligence, as an ordinarily prudent person in a like position would use under similar circumstances.

I understand that as a member of the Board of Directors, I must: (i) believe in the mission and philosophy of the Foundation and support its purposes as described in the Articles and Bylaws; (ii) have first served on the Advisory Board, Board of Trustees, Choreographers' Council, or New York Dance Council for a period of at least one (1) year; (iii) contribute or raise at least \$5,000.00 for the Foundation during my term on the Board of Directors; (iv) not be an employee of any other Director on the Board of Directors; and (v) attend a minimum of four (4) meetings in person per year.

I hereby acknowledge that the Board of Directors of the Foundation, upon a majority vote of those serving at such point in time, shall have the right, but not the obligation, to remove me as a member of the Board of Directors (i) if I fail to attend three (3) consecutive Board of Directors' meetings without reasonable cause (as described in the Bylaws); (ii) if I have been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breach any duty owed by said Director under Code Sections 5230 *et. seq.*; or (iii) at the discretion of the Board of Directors in compliance with applicable law.

Signature

Date

Exhibit B
Director Written Consent to Receive Electronic Transmission
from the Dizzy Feet Foundation

To: _____

From: Dizzy Feet Foundation ("Foundation")
9336 Civic Center Drive
Beverly Hills, CA 90210

Dear _____,

Thank you for your continued participation in the operations and programs of the Foundation. In the interest of streamlining our processes and in compliance with applicable state law, we are providing this consent to you for review and signature in order to enable electronic communication concerning Foundation's business, including, but not limited to notice of meetings of the Board of Directors and committees. We will keep record of notices sent via email, any of which may be inspected by you, upon reasonable request. Additionally, notwithstanding your consent to receive electronic communication, we will also, upon your written request, provide a paper or non-electronic copy of any communication. Your consent indicated below will apply to any communications from the Foundation, although we expect it to primarily relate to notices of meetings, meeting agendas, and similar documents. However, we reserve the right to use electronic communications for any of the Foundation's business should you return this consent. In the event you wish to withdraw your consent, you may do so by delivering a written withdrawal to the Foundation. Such withdrawal shall be deemed given when such withdrawal is personally delivered to Foundation's President or two (2) days following deposit in U.S. Mail, registered or certified, with postage prepaid, or one (1) day following deposit with an overnight courier, with fees prepaid, or at the time indicated on the printed confirmation of electronic delivery via email or facsimile provided such notice is addressed to the above contact information of the Foundation.

Of course, please do not hesitate to contact Danae Rees should you have any questions about this consent. Thank you for your time and attention to this matter.

PURSUANT TO SECTION 20 OF THE CALIFORNIA CORPORATIONS CODE:

I, _____, hereby consent to the use of electronic communication, including, but not limited to, e-mail, facsimile, and/or posting on an electronic message board or network by Foundation in order to apprise me of Foundation's business, including, but not limited to, dates, times, and locations of Foundation's meetings and events. I have provided the below email and facsimile contact information for such purposes.

I hereby warrant and represent that I have been provided by the Foundation a written statement as to (i) any right I may have to have notices and documents provided in a non-electronic form, (ii) the type of communications to which this consent relates, and (iii) the procedures I must follow to withdraw this consent.

I have been given a copy of this document for my personal records, and this information was provided to me in a language I can read and understand. By signing below, I hereby acknowledge that I have read and understood the above disclosures and representations and agree to and acknowledge the information provided herein.

(Print Name)

(Date)

(Signature)

(Facsimile)

(Email Address)

Exhibit C

Conflict of Interest Policy of Dizzy Feet Foundation

CONFLICT OF INTEREST POLICY FOR DIZZY FEET FOUNDATION

ARTICLE I **Purpose**

The purpose of the conflict of interest policy is to protect the Dizzy Feet Foundation's (the "Foundation") interests as a tax-exempt organization. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II **Definitions**

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest or fiduciary relationship or responsibility, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest or fiduciary relationship or responsibility if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement, including, but not limited to, potential or actual grantees, sponsors, or partners;
 - b. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, including, but not limited to, potential or actual grantees, sponsors, or partners;
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction, agreement, or arrangement, including, but not limited to, such relationships with potential or actual grantees, sponsors, or partners; or
 - d. A position on the board of directors or other similar board or as an officer, employee, or independent contractor of an entity, non-profit foundation, or other organization with which the Foundation is or may transact or do business, donate funds, provide grants, or provide other consideration.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest or fiduciary responsibility or relationship may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III **Procedures**

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of a financial interest or fiduciary relationship or responsibility and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. It shall be mandatory that the interested person disclose, to the governing board or committee any and all relationships, in whatever form, with any existing or potential grantees, partners, sponsors, or other parties with whom the Foundation is or may be transacting and that the interested person shall recuse himself/herself from the room and shall not have any vote on a matter involving a potential grantee.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and/or fiduciary responsibility or relationship and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflicts of Interest Policy**
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest and/or fiduciary relationship or responsibility in connection with an actual or possible conflict of interest, the

nature of the financial interest and/or fiduciary relationship or responsibility, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

ARTICLE V **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI **Annual Statements**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Foundation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII **Periodic Reviews**

To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Foundation's charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The undersigned, Secretary of this Foundation, hereby certifies that the Conflict of Interest Policy of this Foundation was duly adopted as of the 5th day of December, 2013.

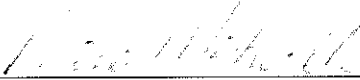
By: 
Mona Metwalli, Secretary

Exhibit D
Conflict of Interest Disclosure Form
Dizzy Feet Foundation
Board of Directors/Board of Trustees

Notice to the Board of Directors of Dizzy Feet Foundation

This form is to initially be submitted upon your acceptance of election/appointment as a member of the Board of Directors or Board of Trustees of Dizzy Feet Foundation ("the Nonprofit"). In connection with any actual or possible conflict of interest, you must disclose the existence of the financial interest and/or fiduciary responsibility or relationship and will be given the opportunity to disclose all material facts to the Board of Directors of the Nonprofit. Accordingly, you are further required to re-submit this form each year that you serve as a Director or Trustee of the Nonprofit as well each time you or an immediate family member receives or may receive a personal financial benefit and/or has any other interest whatsoever in any transaction resulting from or relating to your position as a member of the Board of Directors or Board of Trustees of the Nonprofit. Further, by signing this Disclosure Form, you are warranting and representing that you have received and have read, reviewed, and understood the Bylaws and Conflict of Interest Policy of the Nonprofit.

Name of
Director/Trustee: _____

Name of Employer and
Position Held: _____

Address: _____

Telephone Number
and Email: _____

AT THIS TIME, I HAVE NOTHING TO DISCLOSE ☐

I am disclosing the following significant financial interests or fiduciary relationship or responsibility related to my membership on the Board of Directors or Board of Trustees of the Nonprofit. (Responses should include interests of the individual member of the Board of Directors, his/her spouse, and/or any dependent children.)

Are you a director, officer, partner, trustee, or employee of a company, organization, or entity which does business with the Nonprofit or which may possibly do business or enter into a transaction with the Nonprofit? ☐ Yes ☐ No

Please list: _____

Are you a director, officer, employee, vendor, or contractor for another foundation and/or non-profit organization in the field of dance? ☐ Yes ☐ No

Please list: _____

Are there any other relationships or involvements that may present a conflict of interest with your participation with the Nonprofit which you would like to disclose? ☐ Yes ☐ No

Please list: _____

Have you received a loan from the Nonprofit for which the outstanding balance exceeded \$250 in the past 12 months? If so, please describe: _____ Yes ☐ No ☐

Do you have an interest in any intellectual property rights belonging to the Nonprofit? If so, please describe: _____ Yes ☐ No ☐

Board of Director Certification:

- I agree to update this disclosure either on an annual basis or as new reportable significant financial interests are obtained.

- I agree to cooperate in the development of a plan to address any actual or potential conflict of interest identified via this Disclosure Form.
- I agree to comply with any conditions or restrictions imposed by the Nonprofit to manage, reduce, or eliminate actual or potential conflicts of interest or forfeit the award.
- I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Signed: _____
Member of Board of Directors/Board of Trustees

Date: _____

Exhibit E

Terms and Conditions of Membership of the Board of Trustees

I, _____, hereby accept my appointment to the Board of Trustees of the Dizzy Feet Foundation ("Foundation").

I have read the Restatement of Bylaws of the Foundation and agree to adhere to the terms contained therein and to the best of my efforts, to advance the interests of the Foundation.

I recognize that by virtue of my position, I will come into contact with information that is confidential to the Foundation and the other members herein in order to serve in my capacity as a member of the Board of Trustees. I acknowledge that any disclosure to any third party or any misuse of this proprietary or confidential information would irreparably harm the organization and/or the other members. Accordingly, I hereby agree that I will not disclose or use, either during or after my term as a member of the Board of Trustees, any proprietary or confidential information of the Foundation without the Foundation's prior written permission. Proprietary or confidential information includes, but is not limited to:

- i. The written, printed, graphic, or electronically recorded materials furnished by the Foundation for my use as a member of the Board of Trustees;
- ii. Business or marketing plans or strategies, sponsor, donor, or vendor lists, financial records and budgets, operating procedures, grant and award decisions, trade secrets, design formulas, know-how and processes, computer programs, and discoveries and improvements of any kind;
- iii. Any written or tangible information stamped "confidential," "proprietary," or with a similar legend; and
- iv. Any information that the Foundation makes reasonable efforts to designate as secret.

Upon termination of my membership on the Board of Trustees, I hereby agree to deliver to the Foundation all materials in my possession relating to the Foundation's operations and activities.

I acknowledge and agree that in carrying out my duties, I will observe the policies, rules, and procedures of the Foundation. In addition, I hereby agree to act in accordance with applicable law and serve in good faith and in a manner I believe to be in the best interests of the Foundation and with such care, including reasonable inquiry and due diligence, as an ordinarily prudent person in a like position would use under similar circumstances.

I understand that as a member of the Board of Trustees, I shall provide important advice, assistance, and action which foster and facilitate the realization of the Foundation's mission. I further understand my responsibilities as a member of the Board of Trustees require that I meet the following conditions: (i) believe in the mission and philosophy of the Foundation and support its purposes as described in the Articles and Bylaws; (ii) must attend in person a minimum of two (2) open meetings of the Board of Directors each year; (iii) contribute or raise at least \$2,500.00 for the Foundation during my term on the Board of Trustees, whether through personal donation, facilitating/solicitation of donations from other individuals and corporations, contributing auction items for the Foundation's annual gala, hosting a private fundraising event, or other method; (iv) not be an employee of any Director on the Board of Directors or any other Trustee on the Board of Trustees; (v) participate in the Foundation's gala in some capacity (e.g., soliciting sponsors, performing, in-kind donations, ticket sales, or attending, etc.); and (vi) participate on one of the Foundation's eligible Standing Committees and attend at least one (1) meeting of such Standing Committee. I further understand that as a member of the Board of Trustees, I shall serve a term of one (1) year commencing on the first day of January following my election, and I may serve unlimited consecutive terms upon the vote of the members of the Board of Directors. Further, as a member of the Board of Trustees I understand and acknowledge that I shall not have the power to carry out the authority of the Board of Directors and shall not have any voting rights, but at the discretion of the Board of Directors, may be invited to participate in votes related to scholarship awards and community program grants.


[\(http://dizzyfeetfoundation.org/\)](http://dizzyfeetfoundation.org/)
[HOME \(HTTP://DIZZYFEETFUNDATION.ORG/\)](http://dizzyfeetfoundation.org/)
[ABOUT US \(#\)](#)
[SCHOLARSHIPS \(#\)](#)
[COMMUNITY PROGRAMS \(#\)](#)
[EVENTS \(#\)](#)
[DONATE \(HTTPS://DONATENOW.NETWORKFORGOOD.ORG/1409003\)](https://donatenow.networkforgood.org/1409003)
[= \(#\)](#)

BOARD OF DIRECTORS



Nigel Lythgoe
Co-President

Executive Producer of "American Idol". Co-Creator, Executive Producer, and Judge on "So You Think You Can Dance."



Adam Shankman
Co-President

Director / Producer, "The Last Song," "Step Up 3D," "Hairspray," "A Walk to Remember," and "The Wedding Planner."



Lindsey Breeden
Vice President

Brand Builder, Entrepreneur & Speaker. Partner @ 47 B Street (<http://47bstreet.com>).

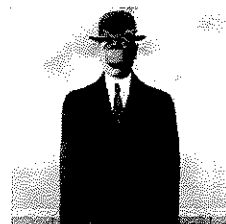
EXECUTIVE DIRECTOR



A Dance Education Specialist, Danae brings many years of experience across a variety of dance sectors. Born and raised in Brisbane, Australia, she holds a double Bachelor Degree in Performing Arts (Dance) & Education (Secondary) from the Queensland University of Technology and has provided dance instruction & training in public schools, studios, and universities, in a range of dance forms and teacher training programs in Australia, the UK and the United States. While working in the UK as Head of Dance at Jo Richardson Community School in East London, she developed inclusive standards based dance curriculum across grade levels K-12, working closely with the feeder elementary schools, higher education institutions and other dance organizations to provide sequential experiences in dance. She integrated



Nelson Diaz
Vice President



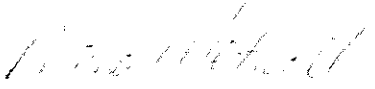
Michael Thompson
Treasurer

CPA and partner in business

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of the Dizzy Feet Foundation, hereby certify that the above Bylaws consisting of 25 pages were adopted as the Bylaws of this Foundation pursuant to the unanimous vote of the Directors in a regularly called meeting, effective this 5th day of December, 2013. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this Foundation.

IN WITNESS WHEREOF, I have set my hand this 5th day of December, 2013.



Mona Metwalli, Secretary
Dizzy Feet Foundation

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

JUN 30 2009

Date:

DIZZY FEET FOUNDATION
C/O MONA METWALLI
8306 WILSHIRE BLVD STE 1664
BEVERLY HILLS, CA 90211

Employer Identification Number:
26-4501295
DLN:
17053110040009
Contact Person:
THOMAS C KOESTER ID# 31116
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
DECEMBER 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
YES
Effective Date of Exemption:
MARCH 13, 2009
Contribution Deductibility:
YES
Addendum Applies:
NO

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

DIZZY FEET FOUNDATION

Sincerely,

A handwritten signature in black ink, appearing to read "Robert Choi". The signature is fluid and cursive, with the first name "Robert" and last name "Choi" clearly distinguishable.

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Publication 4221-PC



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1286
RANCHO CORDOVA CA 95741-1286

In reply refer to
755:AFF:ARJ

December 24, 2009

DIZZY FEET FOUNDATION
8306 WILSHIRE BLVD # 1664
BEVERLY HILLS CA 90211-2382

Purpose : CHARITABLE
Code Section : 23701d
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number : 3192254

EXEMPT ACKNOWLEDGEMENT LETTER

This letter acknowledges that the Franchise Tax Board (FTB) has received your federal determination letter that shows exemption under Internal Revenue Code (IRC) Section 501(c)(3). Under California law, Revenue and Taxation Code (R&TC) Section 23701d(c)(1) provides that an organization is exempt from taxes imposed under Part 11 upon submission of the federal determination letter approving the organization's tax-exempt status pursuant to Section 501(c)(3) of the IRC.

The effective date of your organization's California tax-exempt status is 03/13/2009.

R&TC Section 23701d(c)(1) further provides that the effective date of an organization's California tax-exempt status is the same date as the federal tax-exempt status under IRC Section 501(c)(3).

Under R&TC Section 23701d(c), any change to your organization's operation, character, or purpose that has occurred since the federal exemption was originally granted must be reported immediately to this office.

December 24, 2009
DIZZY FEET FOUNDATION
ENTITY ID : 3192254
Page 2

Additionally, organizations are required to be organized and operating for nonprofit purposes to retain California tax-exempt status.

For filing requirements, see FTB Pub. 1068, Exempt Organizations - Requirements for Filing Returns and Paying Filing Fees. Go to our website at ftb.ca.gov and search for 1068.

Note: This exemption is for state franchise or income tax purposes only. For information regarding sales tax exemption, contact the State Board of Equalization at 800.400.7115, or go to their website at boe.ca.gov.

A JENKINS
EXEMPT ORGANIZATIONS
BUSINESS ENTITIES SECTION
TELEPHONE (916) 845-4605
FAX NUMBER (916) 845-9029

RTF:
CC :LILLIANA MONTERO

I hereby acknowledge that the Board of Directors of the Foundation, upon a majority vote of those serving at such point in time, shall have the right, but not the obligation, to remove me as a member of the Board of Trustees, with or without cause.

Signature

Date